

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION,)	
)	
Applicant,)	Civil Action No.
)	
v.)	
)	Hon.
NAVISTAR INTERNATIONAL CORP.,)	
)	
Respondent.)	

**SECURITIES AND EXCHANGE COMMISSION’S APPLICATION FOR AN ORDER
COMPELLING COMPLIANCE WITH ADMINISTRATIVE SUBPOENAS**

Applicant, the United States Securities and Exchange Commission (“SEC”), pursuant to Section 22(b) of the Securities Act of 1933 and Section 21(c) of the Securities and Exchange Act of 1934, 15 U.S.C. § 77v(b) and 15 U.S.C. 78u(c), respectfully requests that this Court compel Respondent Navistar International Corp. (“Navistar”) to produce documents that Navistar has improperly redacted and withheld as privileged in response to SEC investigative subpoenas. The SEC asks the Court to conduct an *in camera* review over these documents, conclude that Navistar’s privilege assertions are invalid, and order Navistar to produce the documents in unredacted form. The SEC respectfully requests that the Court conduct an *in camera* review of non-duplicate versions of, and then compel Navistar to produce:

(1) Documents involving lobbying and communications firms retained by Navistar:

These documents are: (a) all of the entries on the privilege logs prepared by Navistar on behalf of

ASGK Public Strategies (“ASGK”), Alston & Bird LLP, Mayer Brown LLP, and Williams & Jensen; (b) approximately 31 additional documents that Navistar has not yet listed on a privilege log for the Williams & Jensen production (*see* footnote 5 to the SEC’s Memorandum in Support of this Application); (c) any versions of an issue management plan prepared by ASGK that Navistar claims are privileged (*see* footnote 8 to the SEC’s Memorandum in Support of this Application); and (d) the following entries on Navistar’s own privilege logs: Entry Nos. 44-45, 55-67 on Navistar’s 11/5/14 Privilege Log of Withheld Documents; Entry Nos. 1-3, 12, 14-15 of Navistar’s 11/10/14 Privilege Log of Redacted Documents.

(2) Communications among only non-attorneys. These documents are the following documents identified on Exhibit X to the SEC’s Memorandum in Support of this Application.

(3) Draft SEC filings, or communications regarding those filings. These documents are the following entries on Navistar’s privilege logs: (a) Entries on Navistar 6-26-14 Withheld Documents Privilege Log: p. 93, NAVPRIV00056760-NAVPRIV000567764 and NAVPRIV00056765-NAVPRIV00056768; p. 94, NAVPRIV00056816-NAVPRIV00056817 and NAVPRIV00056818; pp. 94-95, NAVPRIV00056819; p. 95 NAVPRIV00056820; pp. 95-96, NAVPRIV00056821; p. 96, NAVPRIV00056822, NAVPRIV00056823-NAVPRIV00056824, NAVPRIV00056825, NAVPRIV00056826, NAVPRIV00056827, NAVPRIV00056828; and (b) Entries on Navistar 11-5-14 Privilege Log, Entry No. 36, p. 49, NAVPRIV00006596-NAVPRIV00006786; Entry No. 37, pp. 49-50, NAVPRIV00006787-NAVPRIV00006791.

In support of this Application, the SEC has filed herewith: (1) the Securities and Exchange Commission’s Memorandum of Law in Support of Its Application and exhibits thereto; (2) Declaration of Robert J. Burson; (3) Motion for Leave to File an Oversized Brief;

and (4) Motion to Set a Briefing Schedule on the SEC's Application and Establish Other Summary Procedures for the SEC's Application.

WHEREFORE, Applicant United States Securities and Exchange Commission respectfully requests that the Court grants its Application, conduct an *in camera* review of the documents identified in this Application and the SEC's Memorandum in Support, order Navistar to produce the documents that Navistar improperly has redacted or withheld as privileged, and award such other and further relief as this Court deems just.

Dated: December 18, 2014

Respectfully submitted,

**UNITED STATES SECURITIES AND
EXCHANGE COMMISSION**

/s/ Eric M. Phillips

By: One of its Attorneys

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CERTIFICATE OF SERVICE

I, Eric M. Phillips, an attorney, being duly sworn, state on oath that on December 18, 2014, I caused the Securities and Exchange Commission's Application for an Order Compelling Compliance with Administrative Subpoenas to be served upon the following by UPS, overnight delivery, to:

Sean M. Berkowitz
Robin M. Hulshizer
John J. Sikora, Jr.
Latham & Watkins LLP
330 North Wabash Ave., Suite 2800
Chicago, IL 60611

/s/ Eric M. Phillips
Eric M. Phillips